

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
)
360NETWORKS (USA) INC.)
)
and) WC Docket No. 03-227
)
TOUCH AMERICA, INC. (Debtor-in-Possession))
)
For Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended, to Transfer)
Certain Assets, Including Relevant Customer Base, of)
An Authorized Domestic Carrier)
_____)

**RESPONSE TO COMMENT
SUBMITTED BY NORTHROP GRUMMAN
ON THE DOMESTIC SECTION 214 APPLICATION
FILED FOR ACQUISITION OF ASSETS OF
TOUCH AMERICA, INC.
BY 360NETWORKS (USA), INC.,
AND THE
AMENDMENT TO JOINT APPLICATION**

Touch America, Inc. (Debtor-in-Possession) (“Touch America”), by its attorneys, and with the acknowledgement and approval of 360networks (USA) inc. (“360networks”) submits this response to the Comment submitted by Northrop Grumman on the Public Notice of the above captioned application (“Application”).

Northrop Grumman is the prime contractor with the US Department of Treasury (“DOT”), authorized to provision and manage data telecommunications for several important US Government agencies. Concern was expressed that by virtue of certain transactions involving the acquisition of Touch America’s assets used to provide ATM/Frame Relay services (“ATM/Frame Relay Services” or “Services”) to

the US Government agencies, Touch America intended to discontinue its ATM/Frame Relay Services. Northrop Grumman requested that as part of Touch America's plan to allow 360networks to acquire certain of Touch America's assets, a definitive plan for the continuity of Touch America's ATM/Frame Relay Services be submitted. It was further asserted that assurances for the continued and uninterrupted operations of Touch America's ATM/Frame Relay Services are necessary in the public interest.

In response, it is first noted that on November 21, 2003, the subject Application was amended to reflect that 360networks is not acquiring Touch America's ATM/Frame Relay Services. Therefore, Northrop Grumman's comments regarding the disposition of these Services are not germane to this proceeding. It is further noted that 360networks is acquiring Touch America's private line circuits, including those used by DOT, and plans to continue the provision of such circuits without any interruption to affected Touch America customers, including DOT. Notice of 360networks' plans to acquire Touch America's private line and dedicated Internet access businesses was conveyed to all of Touch America's affected customers in June 2003, including DOT

Finally, the Commission and Northrop Grumman are hereby notified and assured that Touch America will continue its ATM/Frame Relay Services uninterrupted and that a grant of the Application will not put at risk any existing customer of these Services. Touch America will continue its ATM/Frame Relay

Services until such time as a qualified carrier or carriers are authorized as required to provide these Services to all existing customers.

Respectfully Submitted,
Touch America, Inc.
(Debtor-in-Possession)

By: _____/s/_____
Charles H. Helein, Its Counsel
The Helein Law Group LLP

Seen & Agreed:
360networks (USA) inc.

By: _____/s/_____
Troy F. Tanner, Its Counsel
Swidler Berlin Shereff Friedman, LLP